

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 21740-G FILED

JUN 10 '04 10-55 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 7, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated April 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConAgra Foods, Inc.
11 ConAgra Drive, Suite 5023
Omaha, NE 68102

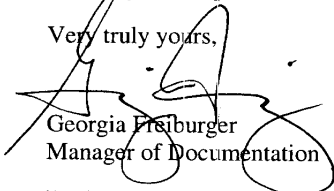
A description of the railroad equipment covered by the enclosed document is seventeen (17) 4700 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,



Georgia Freisburger
Manager of Documentation

Enclosures

(CONA036)

RECORDATION NO. 21740-9 FILED

ASSGN. NO. CONA036

JUN 10 '04 10:55 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of April, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra Trade Group, Inc., a subsidiary of ConAgra Foods, Inc. ("Lessee"), a Nebraska corporation. WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 23 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
By: K. A. Demkowski
Name: K. A. DEMKOWSKI
Title: DIRECTOR OF DOCUMENTATION Executed on this 19th day of April, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

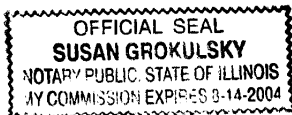
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of April, 2004.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

Foods
CONAGRA ~~TRADE GROUP, INC.~~
~~a subsidiary of CONAGRA FOODS, INC.~~

do a Conagra Food Ingredients Company.

By: *[Signature]*

Name: Gregory A. Heckman

Title: President + COO

ATTEST:

By: *[Signature]*

Name: Bryan Gussman

Title: Director, Law Firm

Executed on this 8th day of April, 2004.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Beth R. Muff, a Notary Public of the County and State aforesaid,
certify that Gregory A. Heckman personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of April, 2004.

Beth R. Muff
Notary Public

Commission Expires:

7-11-05

(Notary Public)

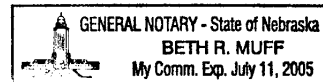


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: Covered hopper cars, loading to 263,000 lbs. capacity or greater, 4700 cu. ft.
equipped with vibrator brackets

CAR NUMBERS:

FURX	818222	NDYX	818970
FURX	818722	NDYX	819025
FURX	818740	NDYX	819030
NDYX	818919	NDYX	819053
NDYX	818936	NDYX	819129
NDYX	818942	NDYX	819132
NDYX	818947	NDYX	819137
NDYX	818948	NDYX	819141
NDYX	818952	Count:	17